

# Appendix 5

## FORMS RELATING TO LISTING

### FORM F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name : Bingo Group Holdings Limited**

**Stock code (ordinary shares): 8220**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 17 June 2013.

#### *A. General*

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 12 November 2002

Name of Sponsor(s) : N/A

Names of directors :

Executive Directors : Chiau Sing Chi  
Chan Cheong Yee  
Chong Lee Chang

Non-Executive Director : Chin Chow Chung Hang Roberta

Independent Non-Executive Directors : Chen Chou Mei Mei Vivien  
Chum Kwan Yue Desmond  
Wong Chak Keung

Name(s) of substantial shareholder(s) :  
(as such term is defined in rule 1.01 of the  
GEM Listing Rules) and their respective  
interests in the ordinary shares and other  
securities of the Company

<i>Substantial shareholders</i>	<i>Interests in issued shares of the Company</i>
Beglobal Investments Limited	approximately 52.54%

Name(s) of company(ies) listed on GEM : N/A  
or the Main Board of the Exchange  
within the same group as the Company

Financial year end date : 31 March

Registered address : Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

Head office and principal place of business : Room 102-104, 1/F,  
Sea Bird House, 22-28 Wyndham Street,  
Central, Hong Kong

Web-site address (if applicable) : <http://www.bingogroup.com.hk/>

Share Registrar

Principal share registrar and transfer office : HSBC Trustee (Cayman) Limited

Hong Kong branch share registrar and transfer office : Tricor Tengis Limited

Auditors : Graham H. Y. Chan & Co.

### ***B. Business activities***

The Group was principally engaged in film production, cinema investment and management, licensing and derivatives, crossover marketing and provision of interactive contents.

### ***C. Ordinary shares***

Number of ordinary shares in issue : 3,061,404,562

Par value of ordinary shares in issue : HK\$0.04

Board lot size (in number of shares) : 20,000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

#### ***D. Warrants***

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio : N/A

*(Not applicable if the warrant is  
denominated in dollar value of  
conversion right)*

No. of warrants outstanding : N/A

No. of shares falling to be issued : N/A  
upon the exercise of outstanding warrants

#### ***E. Other securities***

##### Convertible Bonds

Convertible bonds (the “Convertible Bonds”) in the principal amount of HK\$45,000,000 and the amount of HK\$25 million issued on 1 June 2010 (“Commencement Date”) and the remaining four tranches (each worth HK\$5 million, and HK\$20 million in aggregate) of the Convertible Bonds issued on the date being the first, second, third and fourth anniversary of the Commencement Date. The Convertible Bond can be converted into shares of the Company at the adjusted conversion price of HK\$0.136 per share.

As at the date hereof, an aggregate principal amount of HK\$40,000,000 of the Convertible Bond remains outstanding. The number of new shares of the Company to be issued upon full conversion of the outstanding Convertible Bonds is 294,117,647 shares at the adjusted conversion price of HK\$0.136 per share.

## Share Options

Share options granted and remain outstanding:

<i>Date of grant</i>	<i>Number of share options outstanding</i>	<i>Exercise price per share</i>	<i>exercisable period</i>
1 June 2010	125,000,000	HK\$0.200	1/12/2011 – 30/09/2013
20 August 2010	9,000,000	HK\$0.492	20/08/2010 – 19/08/2016
23 August 2012	281,840,000	HK\$0.156	23/08/2012 – 22/08/2017

## **RESPONSIBILITY STATEMENT**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Chiau Sing Chi

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Chan Cheong Yee

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Chong Lee Chang

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Chin Chow Chung Hang Roberta

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Chen Chou Mei Mei Vivien

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Chum Kwan Yue Desmond

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Wong Chak Keung

## NOTES

- 1 This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2 Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3 Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*